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**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

**TEACHER RETIREMENT SYSTEM OF  
TEXAS, et al.,**

**Plaintiffs,**

**v.**

**TYCO INTERNATIONAL LTD., TYCO  
ELECTRONICS LTD., COVIDIEN LTD.,  
COVIDIEN (U.S.), L. DENNIS  
KOZLOWSKI, MARK H. SWARTZ, and  
FRANK E. WALSH, JR.,**

**Defendants.**

Civil Action No. 07-cv-05704-WJM

**AGREED ORDER AND FINAL  
JUDGMENT OF DISMISSAL AGAINST  
DEFENDANT MARK H. SWARTZ AND  
BAR ORDER**

Plaintiffs Teacher Retirement System of Texas, Fred Alger Management, Inc., CastleRock Fund,  
Ltd., CastleRock Partners L.P., CastleRock Partners II L.P., CastleRock Asset Management

Personal Accounts, Atticus Global Advisors, Ltd., Atticus International Fund, Ltd., Half Moon Capital Partners, L.P., NR Securities Limited (f/k/a Dred, Ltd.), National Bank of Canada, Omega Capital Partners, L.P., Omega Overseas Partners, Ltd., Omega Capital Investors, L.P., Omega Equity Investors, L.P., Omega Equity Overseas, Ltd., Omega Institutional Partners, L.P., Omega Institutional Partners II, L.P., Beta Equities, Inc., Goldman Sachs Profit Sharing Master Trust, The Ministers and Missionaries Benefit Board of American Baptist Churches, Permal LGC Ltd., Watchung Road Associates, L.P., Mr. Leon G. Cooperman, Mrs. Toby Cooperman, Michael Scott Cooperman, Commonfund Asset Management Company, Inc. and Munder Large-Cap Value Fund (collectively, "Plaintiffs") and Defendant Mark H. Swartz (each a "Settling Party" and collectively, the "Settling Parties"), have represented to the Court that they have entered into a Settlement Agreement and Release ("Settlement Agreement") that resolves all issues between and among them that are involved, set forth, or referred to in the Complaint. All defined terms set forth herein are defined in the Settlement Agreement.

For good cause shown, it is hereby ORDERED that:

1. **Bar Order.** As provided in Section 21D-4(f)(7)(A) of the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(f)(7)(A): (a) defendant L. Dennis Kozlowski, and Tyco International Ltd., Covidien Ltd., and Tyco Electronics Ltd. (the "Previously-Settled Defendants," together with Kozlowski the "Non-Released Parties"), and each of them, are hereby permanently barred, enjoined, and restrained from commencing, prosecuting, or asserting any claim for or otherwise seeking contribution against any Settling Party based upon, relating to, or arising out of the Released Claims; and (b) except as provided in paragraph 5 of the accompanying Settlement Agreement, each Settling Party is hereby permanently barred, enjoined, and restrained from commencing, prosecuting, or asserting any claim for contribution

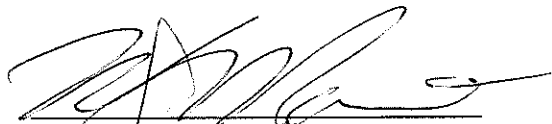
against each other or against any other person based upon, relating to, or arising out of the Released Claims.

2. Because there is no just reason for delaying the entry of a final judgment with respect to the claims asserted by Plaintiffs against Mark H. Swartz, all claims asserted by Plaintiffs against Mark H. Swartz in the Complaint are DISMISSED WITH PREJUDICE pursuant to Federal Rule of Civil Procedure 54(b). This action is not dismissed with respect to any claims against Kozlowski.

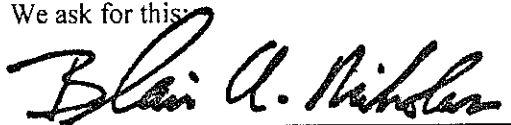
3. The Clerk is directed to enter this Agreed Order and Final Judgment of Dismissal against Defendant Mark H. Swartz and Bar Order as a final judgment and send a copy of same to all counsel of record.

IT IS SO ORDERED.

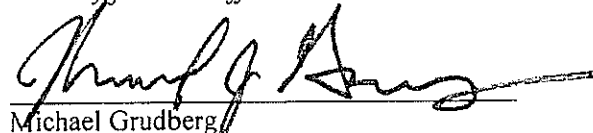
Entered: 10/16/10, 2010

  
The Hon. William J. Martini  
United States District Judge

We ask for this:



Blair A. Nicholas  
*Attorney for Plaintiffs*



Michael Grudberg  
*Attorney for Defendant Mark H. Swartz*